

Exhibit D

Notification of Non-Voting Status

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**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:)	Chapter 11
)	
W. R. GRACE & CO., <u>et al.</u> ¹)	Case No. 01-01139 (JKF)
)	
Debtors.)	(Jointly Administered)

**NOTIFICATION OF NON-VOTING STATUS
FOR PLAN OF REORGANIZATION**

On November 13, 2004, the above-captioned debtors and debtors in possession (collectively, the "Debtors") filed the Plan of Reorganization (as it may be amended, supplemented or otherwise modified, the "Plan") and a Disclosure Statement with respect to the Plan of Reorganization (as it may be amended, supplemented or otherwise modified, the "Disclosure Statement") pursuant to section 1125 of the Bankruptcy Code. On [_____] 200[], after notice and a hearing, the Bankruptcy Court approved the Disclosure Statement.²

¹ The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co. Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., GC Limited Partners I, Inc., (f/k/a Grace Cocoa Limited Partners I, Inc.), GC Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc. GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation., W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (F/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

² All capitalized terms not otherwise defined herein shall have the meaning ascribed to them in the Glossary, which is Exhibit 2 to the Exhibit Book, filed on November 13, 2004.

IF YOUR CLAIM IS IN CLASS 1 (PRIORITY CLAIMS), YOU SHALL BE PAID THE ALLOWED AMOUNT OF YOUR ALLOWED PRIORITY CLAIM, AT THE OPTION OF THE REORGANIZED DEBTORS EITHER (a) IN CASH, IN FULL, IN THE ALLOWED AMOUNT OF YOUR CLAIM ON THE LATER OF (i) THE EFFECTIVE DATE OR AS SOON AS PRACTICABLE THEREAFTER OR (ii) THE DATE SUCH ALLOWED PRIORITY CLAIM BECOMES AN ALLOWED PRIORITY CLAIM OR (b) UPON SUCH OTHER TERMS AS MAY BE MUTUALLY AGREED UPON BETWEEN EACH HOLDER OF AN ALLOWED PRIORITY CLAIM AND THE REORGANIZED DEBTORS. PURSUANT TO SECTION 1124 OF THE BANKRUPTCY CODE, YOUR CLAIM IS IN A CLASS THAT IS NOT IMPAIRED THEREFORE, PURSUANT TO SECTION 1126(f) OF THE BANKRUPTCY CODE, YOU ARE CONCLUSIVELY DEEMED TO HAVE ACCEPTED THE PLAN, AND ARE NOT ENTITLED TO VOTE.

IF YOUR CLAIM IS IN CLASS 2 (SECURED CLAIMS), YOU SHALL BE PAID THE ALLOWED AMOUNT OF YOUR ALLOWED NON-PRIORITY SECURED CLAIM AT THE OPTION OF THE REORGANIZED DEBTORS EITHER (a) IN CASH, IN FULL, ON THE EFFECTIVE DATE OR AS SOON AS PRACTICABLE THEREAFTER, (b) UPON SUCH OTHER TERMS AS MAY BE MUTUALLY AGREED UPON BETWEEN EACH HOLDER OF AN ALLOWED NON-PRIORITY SECURED CLAIM AND THE REORGANIZED DEBTORS, OR (c) BY SURRENDER OF THE PROPERTY SECURING THE ALLOWED SECURED CLAIM. PURSUANT TO SECTION 1124 OF THE BANKRUPTCY CODE, YOUR CLAIM IS IN A CLASS THAT IS NOT IMPAIRED. THEREFORE, PURSUANT TO SECTION 1126(f) OF THE BANKRUPTCY CODE, YOU ARE CONCLUSIVELY DEEMED TO HAVE ACCEPTED THE PLAN, AND ARE NOT ENTITLED TO VOTE.

IF YOUR CLAIM IS IN CLASS 3 (UNSECURED PASS-THROUGH EMPLOYEE RELATED CLAIMS), YOUR CLAIM SHALL BE UNALTERED BY THE PLAN, AND YOUR LEGAL, EQUITABLE, AND CONTRACTUAL RIGHTS WITH RESPECT TO YOUR CLAIM WILL PASS-THROUGH TO THE REORGANIZED DEBTORS. PURSUANT TO SECTION 1124 OF THE BANKRUPTCY CODE, YOUR CLAIM IS IN A CLASS THAT IS NOT IMPAIRED. THEREFORE, PURSUANT TO SECTION 1126(f) OF THE BANKRUPTCY CODE, YOU ARE CONCLUSIVELY DEEMED TO HAVE ACCEPTED THE PLAN, AND ARE NOT ENTITLED TO VOTE.

IF YOUR CLAIM IS IN CLASS 4 (WORKERS' COMPENSATION CLAIMS), YOUR CLAIM SHALL BE PAID IN THE ORDINARY COURSE PURSUANT TO SUCH RIGHTS THAT EXISTED UNDER ANY STATE WORKERS' COMPENSATION SYSTEM OR LAWS APPLICABLE TO SUCH CLAIMS. PURSUANT TO SECTION 1124 OF THE BANKRUPTCY CODE, YOUR CLAIM IS IN A CLASS THAT IS NOT IMPAIRED. THEREFORE, PURSUANT TO SECTION 1126(f) OF THE BANKRUPTCY CODE, YOU ARE CONCLUSIVELY DEEMED TO HAVE ACCEPTED THE PLAN, AND, AND ARE NOT ENTITLED TO VOTE.

IF YOUR CLAIM IS IN CLASS 5 (INTERCOMPANY CLAIMS) YOUR CLAIM SHALL NOT BE DISCHARGED BY THE CONFIRMATION OF THE DEBTORS' PLAN AND SHALL BE SETTLED AND/OR TREATED IN ACCORDANCE WITH THE ORDINARY PROCEDURES IN PLACE PRIOR TO THE PETITION DATE. PURSUANT TO SECTION 1124 OF THE BANKRUPTCY CODE, YOUR CLAIM IS IN A CLASS THAT IS NOT IMPAIRED. THEREFORE, PURSUANT TO SECTION 1126(f) OF THE BANKRUPTCY CODE, YOU ARE CONCLUSIVELY DEEMED TO HAVE ACCEPTED THE PLAN, AND ARE NOT ENTITLED TO VOTE.

IF YOUR CLAIM IS IN CLASS 6 (ASBESTOS PI-SE CLAIMS), YOUR CLAIM WILL BE CHanneled TO THE ASBESTOS TRUST FOR LITIGATION AND/OR SETTLEMENT PURSUANT TO THE TERMS OF THE PLAN. PURSUANT TO SECTION 1124 OF THE BANKRUPTCY CODE, YOUR CLAIM IS IN A CLASS THAT IS NOT IMPAIRED. THEREFORE, PURSUANT TO SECTION 1126(f) OF THE BANKRUPTCY CODE, YOU ARE CONCLUSIVELY DEEMED TO HAVE ACCEPTED THE PLAN, AND ARE NOT ENTITLED TO VOTE.

IF YOUR CLAIM IS IN CLASS 7 (ASBESTOS PI-AO CLAIMS), YOUR CLAIM WILL BE CHanneled TO THE ASBESTOS TRUST FOR LITIGATION AND/OR SETTLEMENT PURSUANT TO THE TERMS OF THE PLAN. PURSUANT TO SECTION 1124 OF THE BANKRUPTCY CODE, YOUR CLAIM IS IN A CLASS THAT IS NOT IMPAIRED. THEREFORE, PURSUANT TO SECTION 1126(f) OF THE BANKRUPTCY CODE, YOU ARE CONCLUSIVELY DEEMED TO HAVE ACCEPTED THE PLAN, AND ARE NOT ENTITLED TO VOTE.

IF YOUR CLAIM IS IN CLASS 8 (ASBESTOS PD CLAIMS), YOUR CLAIM WILL BE CHanneled TO THE ASBESTOS TRUST FOR RESOLUTION PURSUANT TO THE TERMS OF THE PLAN. PURSUANT TO SECTION 1124 OF THE BANKRUPTCY CODE, YOUR CLAIM IS IN A CLASS THAT IS NOT IMPAIRED. THEREFORE, PURSUANT TO SECTION 1126(f) OF THE BANKRUPTCY CODE, YOU ARE CONCLUSIVELY DEEMED TO HAVE ACCEPTED THE PLAN, AND ARE NOT ENTITLED TO VOTE.

IF YOU ARE A HOLDER OF AN EQUITY INTEREST IN CLASS 11 (EQUITY INTERESTS IN DEBTORS OTHER THAN THE PARENT), YOU SHALL RETAIN YOUR EQUITY INTEREST UNALTERED BY THE PLAN. PURSUANT TO SECTION 1124 OF THE BANKRUPTCY CODE, YOUR EQUITY INTEREST IS IN A CLASS THAT IS NOT IMPAIRED. THEREFORE, PURSUANT TO SECTION 1126(f) OF THE BANKRUPTCY CODE, YOU ARE CONCLUSIVELY DEEMED TO HAVE ACCEPTED THE PLAN, AND ARE NOT ENTITLED TO VOTE.

If you disagree that your claim should be so classified, you may request a ballot by sending a written request via U.S. Mail to the Debtors' court-approved Voting Agent, BMC, at:

BMC
Attn: W. R. Grace Voting Agent
P.O. Box 913
El Segundo, CA 90245-0913

Dated: _____, 200[]

KIRKLAND & ELLIS LLP
David M. Bernick, P.C.
Janet S. Baer
Jonathan Friedland
Ryan Blaine Bennett
200 East Randolph Drive
Chicago, IL 60601
Telephone: (312) 861-2000
Facsimile: (312) 861-2200

--and--

Bennett L. Spiegel
Lori Sinanyan
777 South Figueroa Street
Los Angeles, California 90017
(213) 680-8400

--and--

PACHULSKI, STANG, ZIEHL, YOUNG,
JONES & WEINTRAUB P.C.

Laura Davis Jones (DE Bar #2436)
David W. Carickhoff, Jr. (DE Bar #3715)
919 North Market Street, 16th Floor
P.O. Box 8705
Wilmington, DE 19899-8705 (Courier 19801)
(302) 652-4100

Co-Counsel for the Debtors and Debtors in Possession